

# **EXHIBIT B**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W.R. GRACE & CO., *et al.*,<sup>1</sup> ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 )  
Debtors ) Objection Deadline: *2/20/06*

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL LITIGATION COUNSEL AND AS ORDINARY COURSE PROFESSIONALS FOR W.R. GRACE & CO., ET AL., FOR THE MONTHLY PERIOD OF NOVEMBER 1, 2005, THROUGH NOVEMBER 30, 2005, FOR THE QUARTERLY FEE PERIOD OF OCTOBER-DECEMBER 2005**

**REVISED**

Name of Applicant: Woodcock Washburn LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and Debtors-in-Possession

Date of Retention as Special Litigation Counsel: Retention Order entered January 22, 2003

Date of Retention as Ordinary Course Professional: Order Permitting Expansion of Services entered April 15, 2005, on application made February 11, 2005.

Period for which compensation and reimbursement is sought: November 1, 2005, through November 30, 2005

Amount of Compensation sought as actual, reasonable and necessary: \$11,158.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$ 17.20

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homeco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of November 2005. This is the 34th application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock. The first 26 applications (covering the monthly periods January 2003 through February 2005) were limited to fees and expenses in connection with the specific matter for which Applicant had been retained as special litigation counsel: Representation of Debtor as intervening defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc. and W.R. Grace & Co.-Conn.*, civil action 03-CV-4886 (RHK/AJB), pending in the United States District Court for the District of Minnesota (the "Intercat suit"). On April 15, 2005, based on a motion made by Debtor on February 11, 2005, the Bankruptcy Court entered an order authorizing Woodcock to provide further services to Debtor in ordinary course in the field of intellectual property. This is the ninth monthly application that includes such ordinary course fees and expenses.

All monthly applications filed previously with the Court by Woodcock are identified in the following table:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
1/1 – 1/31/03	June 9, 2003	\$11,423.35	\$184.10
2/1 – 2/28/03	June 9, 2003	29,216.00	684.22
3/1 – 3/31/03	June 9, 2003	14,351.00	647.43
4/1 – 4/30/03	June 3, 2003	14,268.50	244.41
5/1 – 5/31/03	July 11, 2003	20,293.50	703.19
6/1 – 6/30/03	August 1, 2003	24,087.00	2,822.23
7/1 – 7/31/03	September 18, 2003	14,157.50	1,834.84
8/1/ – 8/31/03	October 17, 2003	5,120.00	2,346.40
9/1 – 9/30/03	November 6, 2003	18,536.00	2,143.81
10/1 – 10/31/03	December 16, 2003	26,622.50	7,747.17
11/1 – 11/30/03	January 23, 2004	46,329.50	22.29
12/1 – 12/31/03	February 11, 2004	60,218.00	13,537.76
1/1 – 1/31/04	March 29, 2004	117,384.00	34,007.41
2/1 – 2/29/04	April 13, 2004	66,216.00	16,476.09
3/1 – 3/31/04	April 27, 2004	96,991.00	8,235.63

4/1 - 4/30/04	June 16, 2004	111,132.00	14,316.26
5/1 - 5/31/04	July 19, 2004	104,787.00	14,642.22
6/1 - 6/30/04	July 29, 2004	117,125.00	8,779.51
7/1 - 7/31/04	September 17, 2004	85,802.00	10,905.33
8/1 - 8/31/04	October 22, 2004	102,078.00	9,582.05
9/1 - 9/30/04	November 9, 2004	156,479.00	32,088.05
10/1 - 10/31/04	December 17, 2004	169,846.00	69,597.98
11/1 - 11/30/04	January 14, 2005	203,792.00	29,179.11
12/1 - 12/31/04	February 11, 2005	164,958.00	92,377.99
1/1 - 1/31/05	March 18, 2005	176,884.00	28,342.86
2/1 - 2/28/05	April 15, 2005	157,122.50	125,892.70
3/1 - 3/31/05	May 10, 2005	196,913.00	143,160.77
4/1 - 4/30/05	June 21, 2005	124,598.70	6,544.89
5/1 - 5/31/05	July 20, 2005	198,043.00	45,257.99
6/1 - 6/30/05	August 11, 2005	82,795.50	28,829.43
7/1 - 7/31/05	September 15, 2005	53,078.50	578.90
8/1 - 8/31/05	October 12, 2005	44,755.00	4,009.23
9/1 - 9/30/05	November 22, 2005	47,211.00	146.73
10/1 - 10/31/05	December 16, 2005	18,168.50	665.33
TOTAL		\$2,835,624.00	\$763,986.07

In the Intercat suit, all fees as for which application is made, shown in the attached detail, were in the category "Litigation and Litigation Consulting. Disbursements attributable to this category of services, as shown in the attached schedule, were \$10.00.

The Woodcock professionals who rendered services in the Intercat suit during the Fee Period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$490.00	8.6	\$4,214.00
Karen Whitney	Associate	2001	IP Litigation	\$235.00	3.9	\$916.50

Total Fees: \$5130.50  
Blended Rate: \$410.00

During this fee period, Woodcock provided ordinary-course, intellectual property services in connection with five matters, which are detailed in the attached fee schedule for each matter. The total disbursements attributable to these ordinary course services, as shown in the

attached schedules, were \$7.20. The Woodcock professionals who rendered ordinary course services during the fee period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$490.00	10.0	\$4,900.00
Frank T. Carroll	Associate	1998	IP Counseling	\$295.00	0.5	\$147.50

Total Fees: \$5,047.50

Blended Rate: \$481.00

In addition to the fee totals above, this application includes additional fees of \$980.00 (representing 2.0 hours by Gary Levin at \$490/hour) for preparation of the monthly petitions in the category Fee Application, Applicant.

**WHEREFORE**, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$11,158.00 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$8,926.40) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$17.20); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted



Gary H. Levin  
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Philadelphia, PA 19103  
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Dated: January 17, 2006

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE & CO., *et al.*,<sup>2</sup> ) Case No. 01-01139 (JKF)  
) (Jointly Administered)  
)  
Debtors ) Objection Deadline: 2/26/06

**FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION**  
**FOR THE PERIOD NOVEMBER 1, 2005 THROUGH NOVEMBER 30, 2005**  
**REVISED**

<sup>2</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (*f/k/a* Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Blt & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (*f/k/a* Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (*f/k/a* Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (*f/k/a* Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (*f/k/a* Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (*f/k/a* Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (*f/k/a* GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (*f/k/a* Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (*f/k/a* Nestor-BNA, Inc.), MRA Staffing System, Inc. (*f/k/a* Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (*f/k/a* Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

***Intercat v. Nol-Tec***  
**Civil Action No.: 0:03CV4886**  
**United States District Court**  
**District of Minnesota**

11/02/2005	GHL	Review of latest drafts of settlement agreement and related option agreement and model license agreement; review of Mr. Maggio's statement of key issues for consideration by Grace management and presentation of Intercat, and telephone conference with Mr. Maggio regarding same; compilation of list of loaders to be incorporated into the settlement agreement as fully released within the settlement;	1.30
11/02/2005	KMW	Analysis of loaders placed by Grace and preparation of Settled Loader List.	0.50
11/03/2005	KMW	Preparation of loader list for settlement agreement.	0.20
11/03/2005	KMW	Analysis of loaders placed by Grace and preparation of Settled Loader List.	0.20
11/07/2005	GHL	Participation in further telephone negotiations with counsel regarding proposed settlement terms and draft agreements;	1.00
11/14/2005	GHL	Review of further versions of Settlement Agreement and related license agreements, and telephone conference with Mr. Maggio regarding same;	0.30
11/18/2005	GHL	Review of Intercat's proposed changes to draft Settlement Agreement and Model License Agreement, and telephone conference with Mr. Maggio regarding same; review of list of loaders from Mr. Jordan and from Nol-Tec and work on integrated list of Settled Loaders for the Agreement.	0.80
11/21/2005	KMW	Preparation of loader list for settlement agreement.	1.00
11/22/2005	KMW	Analysis of deposition exhibits relating to accused loaders, and preparation of settled loader list.	1.50
11/23/2005	GHL	Further work identifying and loaders shipped prior to effective settlement date from lists of Grace, Nol-Tec, and Pneumix; work on resolving discrepancies in list and development of final list for incorporation into Settlement agreement;	1.00

11/23/2005	GHL	Review of Intercat's further proposed revisions to draft settlement agreement, telephone conference with Mr. Maggio and with Intercat counsel regarding same; drafting of further provision to address issues discussed; review of final documents as sent to creditors' committee counsel for review;	0.70
11/23/2005	KMW	Analysis of Settled Loader list.	0.50
11/30/2005	GHL	Review of questions from creditors' committee regarding Settlement Agreement and conference with Mr. Maggio to answer same; revision to draft stipulation of dismissal; work with Nol-Tec counsel to prepare reconciled lists of Settled Loaders for the Agreement, and telephone conference with Mr. Maggio regarding content of the lists; further telephone conference with with Messrs. Maggio, Stokes, and Jordan regarding the agreement;	3.50

SERVICES	\$	5,130.50
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GHL	GARY H. LEVIN	8.60	hours at \$	490.00
KMW	KAREN MILLANE WHITNEY	3.90	hours at \$	235.00

**DISBURSEMENTS:**

COMPUTER SEARCH	10.00
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DISBURSEMENT TOTAL	\$	10.00
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SERVICE TOTAL	\$	5,130.50
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INVOICE TOTAL	\$	<u>5,140.50</u>
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**WRG-0068****PATENT APPLICATION: MULTI-ADDITIVE AND CATALYST LOADING SYSTEM**

11/09/2005	FTC	Reviewed published application and forwarded copy of published application to Mr. Cross.	0.30
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**SERVICES****\$ 88.50**

	FTC	FRANK T. CARROLL	0.30	hours @	\$295.00
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**DISBURSEMENTS:**

PATENT COPIES	3.00
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DISBURSEMENT TOTAL \$ 3.00

SERVICE TOTAL \$ 88.50

**INVOICE TOTAL \$ 91.50**

**WRG-0071**  
**STUDY OF THIRD PARTY PATENTS DIRECTED**  
**TO CEMENT COMPOSITION PLASTICIZER**

11/03/2005	GHL	Telephone conference with Mr. Baker regarding evaluation of prior art reference to third-party patent of interest; review of the file and prepare outline of further information to complete evaluation;	0.60
11/05/2005	GHL	Further work in evaluation of validity of third-party patents on cement plasticizers, including review of the patents and prosecution histories, study of prior art as received from client, consideration of validity issues in view of inherent teachings of the prior art; drafting of preliminary opinion on validity issues;	4.00
11/07/2005	GHL	Further review of prosecution history of the patents and telephone conference with Mr. Baker regarding further materials needed for evaluation;	0.50
11/09/2005	GHL	Review of further prior art as received from Mr. Baker and telephone conference with Mr. Baker regarding disclosures of the art;	0.50
11/21/2005	GHL	Review of results of analysis of digitized GPC curve of prior art plasticizer as performed by Dr. Jeknavorian, continued analysis of prior art and prosecution histories of patents, and drafting of opinion;	2.00
11/22/2005	GHL	Further analysis of third-party patents, telephone conference with Mr. Baker and Dr. Jeknavorian regarding analysis of prior art, and drafting preliminary opinion letter in view of same;	2.00
11/23/2005	GHL	Final editing of preliminary opinion and dispatch of same to Mr. Baker;	0.40

**SERVICES**

**\$ 4,900.00**

	GHL	GARY H. LEVIN	10.00	hours @	\$490.00
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**DISBURSEMENTS:**

TELEPHONE	0.10
PHOTOCOPYING	2.40

DISBURSEMENT TOTAL  
SERVICE TOTAL

\$ 2.50  
\$ 4,900.00

**INVOICE TOTAL**

**\$ 4,902.50**

**WRG-0072**  
**PATENT APPLICATION: SYSTEM AND PROCESS FOR**  
**INJECTING CATALYST AND/OR ADDITIVES INTO**  
**A FLUIDIZED CATALYTIC CRACKING UNIT**

11/09/2005	FTC	Telephone conference with Mr. Cross to discuss status of application and claim scope;	0.20
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SERVICES \$ 59.00

	FTC	FRANK T. CARROLL	0.20	hours @	\$295.00
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**DISBURSEMENTS:**

TELEPHONE	1.70
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DISBURSEMENT TOTAL \$ 1.70

SERVICE TOTAL \$ 59.00

**INVOICE TOTAL \$ 60.70**